

From O.A.STEWART - May 19,1994

SUBJECT: MRAC BY-LAWS & OTHER LEGAL ITEMS

After many hours of searching,reading and comparing various documents - it appears that:

- * The club has only By-laws and an Incorporation Statement.
- * The latest is dated Aug.7,1987 and these two documents were evidently put into the final form and submitted to the Waukesha recorder as file # 1441995, by Attorney Robert B. Fenning. A list of PRIOR DATED DOCUMENTS are listed at end of this report.

Copies of these can be made available if so desired .

- * There are several documents dated prior to Aug.7,1987, these are outdated and no longer OFFICIAL. This is what to a large degree caused the delay of this project. WHEN REVISING BY-LAWS YOU MUST BE SURE YOU ARE REVISING the CURRENT ONES. Because some copies of BY-LAWS were not dated (at least on copies I had) this became a major problem. This I feel has now been answered per above.
- * At the MRAC board meeting of May 25,1993 - I presented a written "COMMENTS and DATA re: MRAC BY-LAWS.

These comments were based on my study of the By-Laws I had a copy of. THESE ,I found out later, were not the ones dated AUG.7,1987. As a results some of these comments may not hold true - though most do.

These comments asked several questions of the board. Definite answers to some of these important questions still remain unanswered by the Board. Travis Baird's , or any other committee should not act on suggested revisions until the Board gives directions to these and other questions.

- * At last Board meeting the Board chairman was unhappy with the By-Laws committee's performance. So be it ! The BIG QUESTION is WHAT NOW ?

HOW SHOULD WE PROCEED ?

- * List of prior dated documents:
 - a) 12/27/1925(This could be 1923) Original registration with State on incorporation.
 - b) 5/16/1951 Restatement of corporate changes.
 - c) 5/12/93 Latest submission by club of THE REQUIRED ANNUAL corporate report. This is due by Mar. 31 each year. Delinquency can cause State to RESCIND CORPORATE STATUS. We are delinquent this year again.

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'5/6/93

Comments and data re:MRAC BYLAWS

After reading and analyzing the 8 page Milwaukee Radio Amateurs' By Laws ten times I make the following remarks:

We evidently do not have a club Constitution , only Club By Laws. This according to "PARLIAMENTARY PRACTICES" (see Footnote *a) is acceptable.

Comments about the By Laws

They are poorly organized and written in a way that does not make for easy interpretation or understanding.

It has sections that contradict other sections.

It does not give the date these By Laws were accepted.

Many sections contain much unnecessary and confusing verbiage

The By Laws ARTICLES are not in standard (accepted) order Based on standard practices here is the names and order in which the By Law Articles should appear:

Preamble - if so desired.

Article I - NAME (of organization)

Article II - OBJECT (Purposes)

Article III- MEMBERSHIP (Kinds,Qualification,Dues,ETC))

Article IV - OFFICERS (Term,Duties,How elected,ETC.)

Article V - MEETINGS (Kinds,Place,Times,Quorum,ETC.)

Article VI - PARLIAMENTARY AUTHORITY (Who's)

Other Articles if necessary - added here

Article Last #- AMENDMENTS or REVISIONS (How,in detail)

In our By Laws under "PURPOSE" reference is made to purposes of the corporation. What are these purposes ? And.. we should probably update and streamline the other purposes listed.

If we want a PREAMBLE can precede Article I.

MEMBERSHIP - should be Art.#III not #I. DO we need SIX classes of membership ? At present we do not list all SIX. Also - it is normal in most By Laws to specify the dues and time period under MEMBERSHIP.We do not do this.

MEETINGS - Should be #V not #III. Our Section 4 QUORUM "difficult to rule on Quorum", based on sections language. We could also be more specific in sections 1 thru 3 "General membership" so as not to confuse these meetings with Board meetings.

Our Article IV and #V should be combined under Article IV - OFFICERS. It is now quite lengthy can we shorten ?

Our Article VI and VII should be combined and become Article VII CONTRACTS/FINANCIAL . This should be re-done. Is it all necessary ?

Today, it is normal practice to have a set of "POLICIES" - over and above the By Laws . These Policies cover rules on "day-to-day" type items. They can be easily amended or new ones created as needed. Usually by the Board. All of the Article on CONTACTS/FINANCIAL could be covered under policy.

I believe we should REVISE , not amend our By Laws. I think this should be done by a special committee and their recommendation be presented to the Board. The Board must then bring this By Law Revision to a vote at a General meeting. Our present By Laws as quoted below, makes it very easy to do this.

From our By Laws - Article IX reads:

"These By-Laws may be amended by the majority vote of a quorum of the members entitled to vote at any meeting of the corporation." You will note - it does not stipulate that any advance notification to anyone is required.

Footnote *a - Research books used were:

- * Roberts Rules of Order - Bantam Books
- * DeMeter's Manual of Parliamentary Law and Procedure. - Little, Brown and Co.

Most organizations use one of these as basis for their documents.

Orv Stewart KA9ONQ

Listed below are my qualifications as a Parliamentarian consultant.

- * Parliamentarian (8 years) Optimist International
Average meeting attendance 3700
- * On Policy Committee of Optimist's Wisconsin-Upper Mich District. District has 134 clubs - 4000 members.
- * At present working, in conjunction with Synod, on revising the constitution of local Lutheran church.

expeditious manner, \$25 in addition to the fee required by other provisions of this chapter.

(2) The liability of any corporation for any fees, charges or penalties which may be due under this chapter may be enforced by suit brought by the attorney general in the name of the state.

The secretary of state shall not file any document of a corporation, domestic or foreign, organized under the provisions of this chapter, until all fees and charges due to be paid in connection therewith shall have been paid to him or while the corporation is in default in payment of any fees, charges or penalties herein provided for by or assessed against it.

History: 1977 c. 418, 1979 c. 221; 1981 c. 20, 1983 a. 27, 134, 475; 1985 a. 29, 134; 1987 a. 27, 399; 1989 a. 123.

181.68 Penalties for false statements. Any officer or director or any other person who shall file or cause to be filed with the secretary of state on behalf of any corporation subject to this chapter any certificate, report, statement, application or any other document required or permitted to be filed under this chapter, known to such director, officer or other person to be false or misleading in any material respect shall be imprisoned in the Wisconsin state prisons not more than 3 years or in county jail not more than one year or fined not more than \$5,000.

History: 1977 c. 418, 924 (18) (c).

181.70 Waiver of notice. Whenever notice whatever is required to be given under the provisions of this chapter or under the provisions of the articles of incorporation or bylaws of any corporation, a waiver thereof in writing signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. Such waiver by a member, in respect to any matter of which notice is required under any provision of this chapter shall contain the same information as would have been required to be included in such notice under any applicable provisions of this chapter, except that time and place of meeting need not be stated.

181.705 When notice not required. Whenever any notice is required to be given under this chapter under the articles of incorporation or bylaws of a corporation, to any person with whom communication is made unlawful by any law of the United States now or hereafter enacted, or by any rule, regulation, proclamation or executive order issued under any such law, notice to that person is not required and there is no duty to apply to any governmental authority or agency for a license or permit to give notice to that person. Any action or meeting taken or held without notice, as permitted by this section, has the same force and effect as if notice had been given as provided under this chapter or under the articles of incorporation or bylaws. In the event that the action taken by the corporation requires the filing of a certificate under this chapter, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except those persons with whom communication is made unlawful.

History: 1989 a. 303.

181.71 Voting requirements of articles of incorporation. Whenever, with respect to any action to be taken by the members or directors of a corporation, the articles of incorporation require the vote or concurrence of a greater proportion of the members or directors, as the case may be, than required by this chapter with respect to such action, the provisions of the articles of incorporation shall control.

181.72 Informal action by members or directors. Any action required by the articles of incorporation or bylaws of any corporation or any provision of law to be taken at a meeting or any action which may be taken at a meeting, may be taken without a meeting if a committee consisting of the members, directors or members of a committee thereof entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or documents filed with the secretary of state under this chapter.

181.73 Appeal from secretary of state. (1) If the secretary of state finds that any document required by this chapter to be filed in the secretary's office does not conform to law, the secretary shall, within 10 days after receipt of the document, give written notice of the secretary's decision to the person or corporation, domestic or foreign, delivering the document specifying the reasons therefor. The decision shall be subject to such judicial proceedings as are provided by law. The person or corporation, within 60 days after receipt of the notice of decision, may commence an action against the secretary of state in the circuit court of Dane County by filing a summons and a complaint. The proceedings shall be had in the circuit court of Dane County. The person or corporation shall receive a non est on all issues relating to the secretary's decision. The trial shall be conducted by the court without a jury, and the court shall either sustain the action of the secretary of state or direct the secretary to take such action as the court deems proper.

(2) Appeals from orders of the circuit court of Dane County under this section shall be taken in the manner provided by law for appeals from the circuit court in other civil cases.

History: Sup. Ct. Order, 67 W (2d) 755; 1975 c. 218; 1979 c. 110.

181.74 Forms to be furnished by secretary of state. (1) All reports required by this chapter to be filed in the office of the secretary of state shall be made on forms prescribed and furnished by the secretary of state.

(2) The secretary of state may provide such forms for other documents to be filed in his office under this chapter as in his judgment may be deemed necessary for such purpose but the use thereof, unless otherwise specifically prescribed in this chapter, shall not be mandatory.

History: 1983 a. 475.

181.75 Application of chapter to rights existing before enactment. Application of the provisions of this chapter to corporations existing before its enactment shall not affect the property rights of members in such corporations which were accrued or established at the time of such enactment, nor shall it affect any liability enforceable at such time, nor shall it affect the validity or enforceability of any contracts existing before such enactment and not involving the property rights of members as such.

181.76 Applicability of chapter. (1) The provisions of this chapter relating to domestic corporations shall apply to all corporations organized hereunder and all corporations without stock organized under corresponding prior general corporation laws.

(3) A domestic corporation without stock not organized as provided in (1) shall not be subject to this chapter but may at any time elect to become subject to this chapter by filing and recording restated articles of incorporation in accordance with the provisions of this chapter. The restated articles shall state that the corporation elects to become